

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

x

In re : Chapter 11 Case No.
LEHMAN BROTHERS HOLDINGS INC., et al. : 08-13555 (JMP)
Debtors. : (Jointly Administered)

x

**AFFIDAVIT AND DISCLOSURE STATEMENT OF DAVID I. ROSEN,
ON BEHALF OF LITTLER MENDELSON, P.C.**

STATE OF NEW JERSEY)
) ss:
COUNTY OF ESSEX)

David I. Rosen, being duly sworn upon his oath, deposes and says:

1. I am a Shareholder of Littler Mendelson, P.C., a law firm with offices located, among other places, at 900 Third Avenue, New York, New York, and One Newark Center, 8th Floor, Newark, New Jersey (the “Firm”).

2. Lehman Brothers Holdings Inc. (“LBHI”) and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (together, the “Debtors” and, collectively with their non-debtor affiliates, “Lehman”), have requested that the Firm provide the following services to the Debtors – advice on labor relations and employment issues related to real estate assets in New York, and the Firm has consented to provide such services.

3. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors’ chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases.

The Firm does not perform services for any such person in connection with these chapter 11 cases. In addition, the Firm does not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

4. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

5. Neither I, nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates.

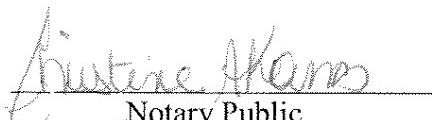
6. The Debtors did not owe the Firm any fees or costs for pre-petition services.

7. The Firm, if asked, will conduct further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.¹



David I. Rosen

Subscribed and sworn to before me
this 19th day of March, 2010.



Christine A. Kornas
Notary Public
CHRISTINE A. KORNAS
NOTARY PUBLIC OF NEW JERSEY
Commission Expires 5/31/2011

¹ If necessary.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X-----
In re : **Chapter 11 Case No.**
LEHMAN BROTHERS HOLDINGS INC., et al. : **08-13555 (JMP)**
Debtors. : **(Jointly Administered)**
-----X-----

RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY LEHMAN
BROTHERS HOLDINGS INC. OR ANY OF ITS DEBTOR AFFILIATES (collectively,
the "Debtors") DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.
RETURN IT FOR FILING BY THE DEBTORS, TO:

Weil Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
Attn: Jennifer Sapp
Christopher Stauble

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and Address of firm:

Littler Mendelson, P.C.
900 Third Avenue, 8th Fl., New York, NY 10022-3298,
One Newark Center, 8th Fl., Newark, NJ 07102, and
47 other offices located nationwide.

2. Date of retention: March 17, 2010

3. Type of services provided (accounting, legal, etc.): Legal

4. Brief description of services to be provided:

Advice to Debtors on labor relations and employment issues related to real estate assets in New York.

5. Arrangements for compensation (hourly, contingent, etc.): Hourly

- (a) Average hourly rate (if applicable): \$585.00
- (b) Estimated average monthly compensation based on pre-petition retention (if firm was employed pre-petition): N/A

6. Pre-petition claims against the Debtors held by the firm:

Amount of claim: None

Date claim arose: N/A

Source of claim: N/A

7. Pre-petition claims against the Debtors held individually by any member, associate, or professional employee of the firm:

Name: N/A

Status: N/A

Amount of Claim: None

Date claim arose: N/A

Source of claim: N/A

8. Stock of the Debtors currently held by the firm:

Kind of shares: None

No. of shares: None

9. Stock of the Debtors currently held individually by any member, associate, or professional employee of the firm:

Name: Andrew C. Meyer

Status: Shareholder

Kind of shares: Common shares of Lehman Brothers Holdings Inc.

No. of shares: 366.768

I have not ascertained the identity of any other such person.

10. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

We are not aware of any such adverse interest.

11. Name of individual completing this form:

David I. Rosen, Esq., Shareholder

Firmwide:94708028.1 999999.1795